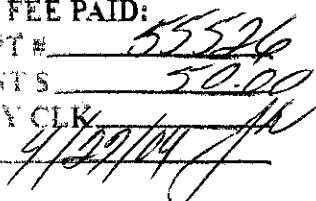


**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ZONEPERFECT NUTRITION COMPANY,)	
)	
Plaintiff,)	
)	
v.)	
)	CIVIL ACTION NO. 04-10760-REK
HERSHEY FOODS CORPORATION,)	
HERSHEY CHOCOLATE &)	
CONFECTIONERY CORPORATION, and)	
BARRY D. SEARS,)	
)	
Defendants.)	
)	

FILING FEE PAID:
 RECEIPT # 55526
 AMOUNT \$ 50.00
 BY DUTY CLK
 DATE 4/29/04


**MOTION FOR ADMISSION *PRO HAC VICE*
OF THOMAS A. SMART**

Pursuant to Local Rule 83.5.3(b), I, Matthew C. Hurley, as counsel for defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively, "Hershey") respectfully move this Court for the admission *pro hac vice* of Thomas A. Smart, Esq. of Kaye Scholer LLP in this matter, and in support of this Motion state as follows:

1. I am an attorney at law duly admitted to practice before the United States District Court for the District of Massachusetts and am a member in good standing of the bar of the Commonwealth of Massachusetts.
2. I am an attorney at the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., and I have filed an appearance as counsel representing Hershey in this matter.
3. Thomas A. Smart is an attorney with the firm of Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022, and serves along with Mintz Levin as counsel for Hershey in this matter. Mr. Smart is familiar with the facts surrounding this dispute.

4. Further, as set forth in the accompanying Local Rule 83.5.3(b) Certification submitted herewith as Exhibit A: (1) Mr. Smart is a member in good standing in every jurisdiction in which he is admitted to practice; (2) there are no disciplinary proceedings pending against Mr. Smart; and (3) he is familiar with the Local Rules of the United States District Court for the District of Massachusetts.

WHEREFORE, Hershey respectfully requests, through its counsel, that this Court admit Thomas A. Smart *pro hac vice*, on behalf of Hershey in this matter, as set forth in the Proposed Order attached as Exhibit B.

Respectfully submitted,

**HERSHEY FOODS CORPORATION and
HERSHEY CHOCOLATE &
CONFECTIONERY CORPORATION**

By their attorneys,


Seni M. Adio, BBO #566709
Matthew C. Hurley, BBO # 643638
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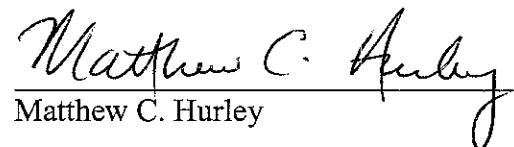
Dated: April 27, 2004

CERTIFICATE OF SERVICE

I hereby certify that on this 27th day of April, 2004, I caused a true copy of the above document to be served by hand delivery on the following:

Daniel L. Goldberg, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110

Lisa G. Arrowood, Esq.
Todd & Weld LLP
28 State Street
31st Floor
Boston, MA 02109



Matthew C. Hurley